

**EXHIBIT C**

**Luginbühl Declaration**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

FTX TRADING LTD., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

**DECLARATION OF TANJA LUGINBÜHL IN SUPPORT OF MOTION OF DEBTORS  
FOR ENTRY OF AN ORDER (I) AUTHORIZING AND APPROVING (A) ENTRY  
INTO, AND PERFORMANCE UNDER, THE SHARE PURCHASE AGREEMENT AND  
(B) THE PURCHASE AND SALE OF CERTAIN SHARES FREE AND CLEAR OF  
LIENS, CLAIMS AND ENCUMBRANCES AND (II) DISMISSING THE CHAPTER 11  
CASES OF CERTAIN DEBTORS, EFFECTIVE UPON THE EARLIER OF THE  
CLOSING OR THE TERMINATION OF THE SHARE PURCHASE AGREEMENT**

I, Tanja Luginbühl, hereby declare under penalty of perjury:

1. I am an attorney licensed and in good standing in Switzerland. I am a Partner, Head of Insolvency and Restructuring of the Zurich office of law firm Lenz & Staehelin ("L&S"), a full-service law firm retained by this Court to represent FTX Trading Ltd. and its affiliated debtors and debtors-in-possession (collectively, the "Debtors") in the above-captioned proceedings (the "Chapter 11 Cases").

2. I have more than 20 years of experience advising on restructuring and bankruptcy matters under Swiss law. I routinely advise clients on restructuring and insolvency, corporate and M&A and private client matters. I hold a Master of Laws (LLM) from New York University.

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<sup>1</sup> The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification numbers are 3288 and 4063, respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson's Commercial Complex, Friars Hill Road, St. John's, Antigua and Barbuda.

3. I submit this declaration (the “Declaration”) in support of the *Motion of Debtors for Entry of an Order (i) Authorizing and Approving (A) Entry Into, and Performance Under, the Share Purchase Agreement and (B) the Sale of Certain Shares Free and Clear of Liens, Claims, and Encumbrances and (ii) Dismissing the Chapter 11 Cases of Certain Debtors Effective Upon the Earlier of the Closing or the Termination of the Share Purchase Agreement* (the “Motion”).<sup>2</sup> I am not being compensated separately for this testimony other than through payments received by L&S as legal advisor to the Debtors. Except as otherwise indicated herein, all of the facts set forth in this Declaration are based upon my personal knowledge, my review of relevant documents, information provided to me in connection with the Chapter 11 Cases or information provided to me by the Debtors. If called upon to testify, I could and would testify to the facts set forth herein on that basis. I am authorized to submit this Declaration on behalf of the Debtors.

4. Due to FTX Europe AG’s (“Seller”) financial condition, Seller’s board of directors, pursuant to its duties under Swiss law, filed a request with the District Court of Höfe, Switzerland (the “Swiss Court”) to open provisional moratorium proceedings (the “Provisional Moratorium”) with respect to Seller on April 4, 2023. The Swiss Court granted this request on April 11, 2023, which was subsequently extended to December 11, 2023. On November 24, 2023, the Swiss Court granted a definitive moratorium until June 11, 2024 (the “Definitive Moratorium”) and, together with the Provisional Moratorium, the “Moratorium”).

5. Pursuant to the Moratorium, Seller operates under the supervision of a court-appointed administrator, Holenstein Brusa AG (the “Swiss Administrator”), while Seller seeks to either restructure its debt or enter into a composition agreement with its creditors.

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<sup>2</sup> Capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motion.


During the Moratorium, Seller may also enter into a transaction with the goal of maximizing the value of its assets for its creditors as required under Swiss law.

6. Following the consummation of the Sale Transaction, the Swiss Administrator is required to consider, pursuant to its duties under Swiss law, whether to initiate Swiss bankruptcy liquidation proceedings in relation to Seller.

7. The Share Purchase Agreement and the Sale Transaction have been duly approved by the board of Seller and the Swiss Administrator.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: January 4, 2024

  
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Tanja Luginbühl  
Lenz & Staehelin  
Partner